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URBAN A. LESTER

RECORDATION NO. 21964-A FILED

December 30, 2002

DEC 30 '02 4-10 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Chattel Mortgage and Security Agreement, dated as of December 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Chattel Mortgage and Security Agreement-AE which was previously filed with the Board under Recordation Number 21964.

The name and address of the party to the enclosed document are:

Secured Party: Fifth Third Bank  
(successor to Old Kent Bank)  
Sears Tower  
Chicago, Illinois 60606

[Debtor: Residual Based Finance Corporation  
Three First National Plaza , Suite 777  
Chicago, Illinois 60602]

Mr. Vernon A. Williams  
December 30, 2002  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

96 boxcars: 68 boxcars within the series BN 223197 - BN 223660 and 28  
boxcars consecutively numbered TOE 005800 – TOE 005827.

A short summary of the document to appear in the index is:

Release of Chattel Mortgage and Security Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**RELEASE OF CHATTEL MORTGAGE AND SECURITY AGREEMENT**

The undersigned, FIFTH THIRD BANK (successor in interest to Old Kent Bank), Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following:

Ninety-six (96) boxcars, bearing BN and TOE reporting marks and road numbers as set forth on Schedule 1 attached hereto.

Such security interest was granted pursuant to that certain Chattel Mortgage and Security Agreement-AE, dated as of December 21, 1998, in favor of the Secured Party (Recordation Number 21964, Recorded on January 15, 1999 at 11:45a.m.).

Dated this 27th day of December, 2002

FIFTH THIRD BANK

By: 

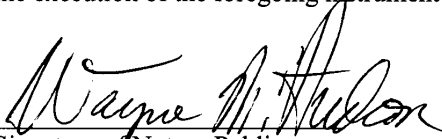
Title: Senior Vice President

State of Illinois

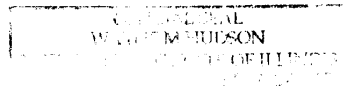
) ss:

County of Cook

On this 27<sup>th</sup> day of December, 2002, before me, personally appeared George K. Metzger, to me personally known, who being by me duly sworn, says that he/she is a Senior Vice President of Fifth Third Bank and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

[Seal]



My commission expires \_\_\_\_\_

Subscribed and sworn to me this 27 day of December, 2002.

RECORDATION NO. 21964-A **ALB**

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SURFACE TRANSPORTATION BOARD

**Schedule 1**

**Schedule of Railroad Equipment**

Description, Original Mark

1. 96 Boxcars bearing the Reporting Marks of Units of Equipment:

BN 223197	BN 223568	BN 223659
BN 223198	BN 223569	BN 223660
BN 223199	BN 223570	TOE 005800
BN 223531	BN 223571	TOE 005801
BN 223533	BN 223572	TOE 005802
BN 223534	BN 223573	TOE 005803
BN 223535	BN 223574	TOE 005804
BN 223541	BN 223576	TOE 005805
BN 223542	BN 223577	TOE 005806
BN 223543	BN 223578	TOE 005807
BN 223544	BN 223579	TOE 005808
BN 223545	BN 223580	TOE 005809
BN 223546	BN 223581	TOE 005810
BN 223547	BN 223582	TOE 005811
BN 223548	BN 223583	TOE 005812
BN 223549	BN 223584	TOE 005813
BN 223550	BN 223585	TOE 005814
BN 223551	BN 223586	TOE 005815
BN 223552	BN 223587	TOE 005816
BN 223553	BN 223588	TOE 005817
BN 223554	BN 223589	TOE 005818
BN 223555	BN 223590	TOE 005819
BN 223556	BN 223591	TOE 005820
BN 223557	BN 223592	TOE 005821
BN 223558	BN 223593	TOE 005822
BN 223559	BN 223594	TOE 005823
BN 223560	BN 223595	TOE 005824
BN 223562	BN 223596	TOE 005825
BN 223563	BN 223598	TOE 005826
BN 223564	BN 223599	TOE 005827
BN 223565	BN 223656	
BN 223566	BN 223657	
BN 223567	BN 223658	

**Schedule 2**

**Schedule of Railroad Equipment**

Description, Current Mark

2. 96 Boxcars bearing the Reporting Marks of Units of Equipment:

LVRC 4105	LVRC 4167	MMRR 4317
LVRC 4106	LVRC 4168	TOE 5800
LVRC 4107	LVRC 4171	TOE 5801
LVRC 4108	LVRC 4178	TOE 5802
LVRC 4109	LVRC 4179	TOE 5803
LVRC 4110	LVRC 4182	TOE 5804
LVRC 4111	LVRC 4183	TOE 5805
LVRC 4119	LVRC 4184	TOE 5806
LVRC 4122	LVRC 4185	TOE 5807
LVRC 4123	LVRC 4187	TOE 5808
LVRC 4124	LVRC 4199	TOE 5809
LVRC 4125	LVRC 4200	TOE 5810
LVRC 4128	LVRC 4203	TOE 5811
LVRC 4129	LVRC 4207	TOE 5812
LVRC 4132	LVRC 4211	TOE 5813
LVRC 4133	LVRC 4212	TOE 5814
LVRC 4136	LVRC 4216	TOE 5815
LVRC 4137	LVRC 4217	TOE 5816
LVRC 4138	LVRC 4225	TOE 5817
LVRC 4139	LVRC 4227	TOE 5818
LVRC 4146	LVRC 4230	TOE 5819
LVRC 4147	LVRC 4234	TOE 5820
LVRC 4148	LVRC 4235	TOE 5821
LVRC 4150	LVRC 4238	TOE 5822
LVRC 4151	LVRC 4244	TOE 5823
LVRC 4152	LVRC 4245	TOE 5824
LVRC 4153	LVRC 4247	TOE 5825
LVRC 4156	LVRC 4250	TOE 5826
LVRC 4157	LVRC 4252	TOE 5827
LVRC 4163	LVRC 4254	CIC 8028
LVRC 4164	LVRC 4255	
LVRC 4165	LVRC 4259	
LVRC 4166	LVRC 4266	